

EXHIBIT 2

IN THE UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF OHIO
WESTERN DIVISION

REBECCA BYBEE, : Case No. C-1-01-623
Plaintiff, : Judge Weber
vs. : Magistrate Judge Hogan
THE PROCTER & GAMBLE :
COMPANY, et al., : **AFFIDAVIT OF**
Defendants. : **JENNIFER M. ORR, ESQ.**
County of Hamilton)
) ss:
State of Ohio)

Jennifer M. Orr, Esq., being duly sworn and cautioned, for her Affidavit in support of Defendants' Sur-Reply in Opposition to Plaintiff's Motion to Compel, states as follows:

1. I am one of the counsel of record for Defendants in the above-referenced matter. I make this Affidavit based on my own personal knowledge and am competent to testify as to all matters set forth herein.
2. During the pendency of this lawsuit, I have had numerous conversations and have exchanged written correspondence with Carl E. Grayson, counsel for Plaintiff.
3. On April 26, 2002, I mailed a bates-stamped copy of the full Administrative Record, as provided to me by Defendants, to Mr. Grayson for his review prior to the submission of the

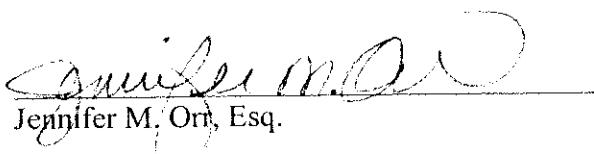
Administrative Record to the Court. It is my understanding that the Administrative Record, as it is presently comprised, constitutes the whole of what was considered by the Plan Administrator at the time Plaintiff's claim for benefits was ultimately denied.

4. In conversations with Mr. Grayson, on several occasions after April 2002, never did Mr. Grayson state that his client would be challenging the contents or completeness of the Administrative Record.

5. On or about June 10, 2002, I had a telephone conversation with Mr. Grayson in which we specifically discussed the Administrative Record. During the course of that conversation, Mr. Grayson stated that he "probably will agree to taking out documents that are duplicates." We thereafter agreed that we would meet in the near future to finalize the Administrative Record for its submission to the Court. Again, Mr. Grayson never mentioned that his client disputed the contents or completeness of the Administrative Record.

6. Defendants will be caused to incur needless expense if this Court permits Plaintiff to conduct discovery as to what constitutes the Administrative Record.

FURTHER AFFIANT SAYETH NAUGHT.


Jennifer M. Orr, Esq.

Sworn to and subscribed before me, a Notary Public, this 6th day of September, 2002.


Notary Public

STEVE N. SIEGEL, Attorney at Law
Notary Public, State of Ohio
My Commission has no expiration date.
Section 147.03